

**Exhibit D**

**Budget and Staffing Plan**

**Exhibit D-1**

**Budget Plan for the Compensation Period**

Matter No.	Matter	February 2021		March 2021		April 2021		May 2021	
		Actual Fees	Estimated Fees	Actual Fees	Estimated Fees	Actual Fees	Estimated Fees	Actual Fees	Estimated Fees
33260.0002	PROMESA TITLE III: COMMONWEALTH	\$ 2,599,001.30	\$ 2,750,000.00	\$ 2,689,196.10	\$ 2,750,000.00	\$ 2,882,432.10	\$ 2,850,000.00	\$ 2,968,592.50	\$ 2,900,000.00
33260.0034	COMMONWEALTH TITLE III - HEALTHCARE	\$ 52,306.70	\$ 50,000.00	\$ 61,854.50	\$ 50,000.00	\$ 18,680.70	\$ 50,000.00	\$ 8,956.50	\$ 50,000.00
33260.0036	COMMONWEALTH TITLE III - UPR	\$ 426.50	\$ -	\$ 511.80	\$ -	\$ 78,902.50	\$ 10,000.00	\$ 6,944.40	\$ 15,000.00
33260.0039	COMMONWEALTH TITLE III - RULE 2004	\$ 190,259.20	\$ 200,000.00	\$ 159,241.60	\$ 200,000.00	\$ 69,106.10	\$ 175,000.00	\$ 54,415.90	\$ 175,000.00
33260.0040	COMMONWEALTH TITLE III - COOPERATIVAS	\$ -	\$ -	\$ 1,876.60	\$ -	\$ -	\$ -	\$ -	\$ 2,000.00
33260.0041	COMMONWEALTH TITLE III - MISCELLANEOUS	\$ 148,802.10	\$ 175,000.00	\$ 153,280.80	\$ 175,000.00	\$ 145,163.30	\$ 175,000.00	\$ 40,924.90	\$ 170,000.00
33260.0072	COMMONWEALTH TITLE III - GO & GUARANTEED BONDS LIEN	\$ 45,298.30	\$ 50,000.00	\$ -	\$ 50,000.00	\$ -	\$ 50,000.00	\$ -	\$ -
33260.0073	COMMONWEALTH TITLE III - AMBAC/PRIFA STAY-RELIEF MOTION	\$ 20,425.80	\$ 20,000.00	\$ 2,559.00	\$ 20,000.00	\$ -	\$ 20,000.00	\$ -	\$ 3,000.00
33260.0077	COMMONWEALTH TITLE III - COOPERATIVAS V. COSSEC	\$ 34,658.30	\$ 45,000.00	\$ 3,582.60	\$ 25,000.00	\$ 4,139.50	\$ 25,000.00	\$ 61,203.20	\$ 50,000.00
33260.0081	COMMONWEALTH TITLE III - LAW 29 ACTION	\$ -	\$ -	\$ 1,364.80	\$ -	\$ -	\$ -	\$ -	\$ 2,200.00
33260.0089	ACTION OBJECTING TO PROOFS OF CLAIM FILED BY PRIFA BONDHOLDERS	\$ 137,365.00	\$ 200,000.00	\$ 266,817.10	\$ 275,000.00	\$ 267,170.50	\$ 360,000.00	\$ 202,909.00	\$ 300,000.00
33260.0090	ACTION OBJECTING TO PROOFS OF CLAIM FILED BY CCDA BONDHOLDERS	\$ 88,578.50	\$ 100,000.00	\$ 160,261.60	\$ 175,000.00	\$ 138,306.40	\$ 110,000.00	\$ 86,796.10	\$ 195,000.00
33260.0093	CW-HTA REVENUE BOND COMPLAINT	\$ 173,054.20	\$ 200,000.00	\$ 370,150.30	\$ 400,000.00	\$ 451,207.50	\$ 525,000.00	\$ 348,799.40	\$ 500,000.00
33260.0094	CHALLENGES RE: CERTAIN LAWS AND ORDERS	\$ 22,572.30	\$ 25,000.00	\$ 57,184.10	\$ 40,000.00	\$ 137,760.40	\$ 35,000.00	\$ 77,114.10	\$ 65,000.00
33260.0097	AMBAC BANKRUPTCY LAW CHALLENGE	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,706.00	\$ -
33260.0100	COMMONWEALTH TITLE III CHALLENGE TO PENSION LAWS	\$ 268,097.90	\$ 280,000.00	\$ 124,369.40	\$ 130,000.00	\$ 119,763.20	\$ 100,000.00	\$ 94,938.90	\$ 100,000.00
33260.0101	COMMONWEALTH TITLE III - SECTION 203 NONCOMPLAINT	\$ 9,809.50	\$ 10,000.00	\$ 21,495.60	\$ 10,000.00	\$ 2,644.30	\$ -	\$ -	\$ -
33260.0103	COMMONWEALTH TITLE III - FINCA MATILDE	\$ 18,766.00	\$ 25,000.00	\$ 12,506.90	\$ 20,000.00	\$ 34,205.30	\$ 20,000.00	\$ -	\$ 5,000.00
33260.0104	SECTION 204 CORRESPONDENCE	\$ 277,480.90	\$ 300,000.00	\$ 157,465.60	\$ 150,000.00	\$ 151,318.00	\$ 75,000.00	\$ 176,324.00	\$ 205,000.00
33260.0106	SEC INVESTIGATION	\$ 27,302.00	\$ -	\$ 19,308.90	\$ 20,000.00	\$ -	\$ 30,000.00	\$ -	\$ 20,000.00
33260.0107	LA LIGA DE CIUDADES	\$ -	\$ -	\$ 20,642.60	\$ -	\$ 129,318.80	\$ 100,000.00	\$ 118,001.50	\$ 25,000.00
33260.0108	COMMONWEALTH TITLE III - ACT 167	\$ -	\$ -	\$ 259,994.40	\$ 265,000.00	\$ 194,227.50	\$ 190,000.00	\$ 42,052.90	\$ 100,000.00
<b>Commonwealth TOTAL</b>		<b>\$ 4,114,204.50</b>	<b>\$ 4,430,000.00</b>	<b>\$ 4,543,664.30</b>	<b>\$ 4,755,000.00</b>	<b>\$ 4,824,346.10</b>	<b>\$ 4,900,000.00</b>	<b>\$ 4,289,679.30</b>	<b>\$ 4,882,200.00</b>
<b>ESTIMATED FEES Compensation Period (February 2021 - May 2021) TOTAL:</b>									<b>\$18,967,200.00</b>
<b>ACTUAL FEES Compensation Period (February 2021 - May 2021) TOTAL:</b>									<b>\$17,771,894.20</b>
<b>Percent Variance (Actual vs. Budgeted Fees)</b>									<b>6.3% below budget</b>

**Exhibit D-2**

**Staffing Plan for the Compensation Period**

**Staffing Plan for the Compensation Period<sup>1</sup>**

<b>Category of Timekeeper<sup>2</sup></b>	<b>Number of Timekeepers Expected to Work on The Matter During the Budget Period<sup>3</sup></b>	<b>Average Hourly Rate<sup>4</sup></b>
Partners	32	\$853
Senior Counsel	7	\$853
Associates	50	\$853
e-Discovery Attorneys	8	\$421
Paraprofessionals	22	\$291
<b>Total:</b>	<b>119</b>	

<sup>1</sup> The actual number of timekeepers who worked on this matter during the Compensation Period was 132, and thus 13 more than anticipated. Additional team members were needed to assist with negotiating and drafting the amended Title III joint plan of adjustment for the Commonwealth, ERS and PBA (the “Plan”), which was filed on February 28, 2021 and subsequently amended on March 8, 2021, May 11, 2011, and June 29, 2021. Different timekeepers with different areas of expertise were consulted to provide specialized assistance in connection with the Plan and related mediation and discovery matters. To respond to these demands, Proskauer increased its staffing to ensure diligent and timely representation was provided to the Oversight Board.

<sup>2</sup> Attorney Practice Groups: BSGR&B, Tax, Health Care, Labor & Employment, Litigation, and Corporate.

<sup>3</sup> The chart reflects Proskauer’s staffing plan for the designated period based on currently foreseeable activities. Actual staffing needs, including additional attorneys, may vary materially based on actual facts and circumstances arising in the designated period, including as a result of currently unanticipated disputes. The staffing plan currently includes attorneys from the BSGR&B; Tax; Health Care; Labor & Employment; Litigation; and Corporate practice groups. The expertise of attorneys from other specialized areas is likely to be required during the course of these PROMESA Title III cases.

<sup>4</sup> Pursuant to the Engagement Letter, Proskauer’s rates increased 4% effective January 1, 2021, yielding a new flat rate for attorneys (partners, senior counsel, and associates) of \$853 per hour, for e-discovery attorneys of \$421 per hour, and for paraprofessionals of \$291 per hour. Rates have not increased during this Compensation Period.